

EXHIBIT A-2.2

**Appendix C
Part 2 of 2**

And

Appendix D & E

STATE	RULE OR STATUTE	ADMISSION ON MOTION REQUIREMENTS
Alaska Bar	Rule 2, Section 2	(applicant must have passed bar in at least one jurisdiction and have engaged in active practice of law five of seven years preceding date of application in state that offers reciprocal admission to Alaska lawyers, provided conditions are not more demanding than those in Alaska, and pay a non-refundable fee);
Colorado	Admission Rule 201.3(1)	(admits applicants actively and substantially engaged in the practice of law for five of seven years preceding application in state providing reciprocal admission without exam to members of the Colorado Bar);
Connecticut	Rules of the Superior Court Regulation Admission to the Bar, Sec. 2-13	(applicant must have practiced law in a reciprocal jurisdiction for at least five of seven years preceding date of application, be in good standing, have good moral character and have passed an examination in professional responsibility or completed a course in professional responsibility, intend to practice law on a continuing basis and devote a major portion of work time to practicing law in Connecticut, and file a fee and affidavits regarding character, education and disciplinary record)
Illinois	Admission Rule 705	(applicant must meet educational, character and fitness requirements for Illinois attorneys, pass the Multistate Professional Responsibility Examination, practice continuously five of seven years in jurisdiction offering reciprocity, and pay fee for admission on foreign license);
Missouri	Supreme Court Rules Governing the Missouri Bar, Rule 8.10	(applicant must have graduated from an ABA approved law school and be licensed and actively practicing five of preceding ten years in at least one jurisdiction offering mutuality of admission without examination; applicant must also meet continuing education requirements, pay a non-refundable fee, file a form for a character and fitness report and file various affidavits regarding work experience and good moral character);
New York	Rules of the Court of Appeals for the Admission of Attorneys and Counselors at Law, Section 520.10	(applicant must have been admitted to practice in highest law court in a state or territory of the United States or in another country whose jurisprudence is based upon the principles of the English Common Law and be admitted to the bar of a jurisdiction that would similarly admit New York lawyers without examination; in addition, the applicant must be over 26 years of age, possess a first degree from approved law school, have practiced five of preceding seven years, pay a fee and submit to other tests of character and fitness at discretion of Appellate Division);
North Carolina	Supreme Court Rules Governing Admission to the Practice of Law Section .0502	(applicant must be in good standing in every state in which applicant is licensed, have active practice four of preceding six years in a state providing comity admission for North Carolina lawyers, supply complete background information, pay nonrefundable fee of \$1500, establish good moral character, pass the Multistate Professional Responsibility Examination, and supply various types of documentation including

		certificates of moral character, a recent photograph and fingerprints; applications are not considered until at least six months after the date of filing);
Oklahoma	Rules Governing Admission to the Practice of Law, Rule 2	(applicant must have graduated from an ABA- approved law school, show good moral character, have practiced five of seven preceding years and be in good standing in a reciprocal jurisdiction, and provide at applicant's expense a report by the National Conference of Bar Examiners; if rules of reciprocal admission and fees in applicant's former jurisdiction are more stringent for admitting Oklahoma lawyers, applicant shall be governed by the more stringent standards);
Pennsylvania	Bar Admission Rule 204	(applicants must have graduated from an ABA-approved law school, practiced for five of preceding seven years in a reciprocal jurisdiction, passed the Multistate Professional Responsibility Examination and meet various other conditions);
Virginia	Supreme Court Rule 1A:1	(application must be filed under oath with a certificate saying lawyer has been licensed for at least five years; applicant must also complete character and fitness questionnaire, furnish report of the National Conference of Bar Examiners upon request, and pay \$500 filing fee; thereafter, the Board will determine whether applicant has established an intention to practice full time as a member of the Virginia Bar and whether applicant "has made such progress in the practice of law that it would be unreasonable to require the applicant to take an examination");
Washington	Admission to Practice Rule 18	(admission of lawyers from jurisdictions with substantially similar conditions for admitting Washington lawyers, upon proof of admission to practice, current good standing, active legal practice, moral character and fitness, and payment of a filing fee; if the jurisdiction that licensed the applicant requires Washington lawyers to meet other conditions, the applicant must meet a substantially similar requirement);
West Virginia	Supreme Court of Appeals Rules for Admission, Rule 4.0-4.5	(applicant must demonstrate intention to practice in West Virginia on at least a minimal basis, have practiced five of last seven years, held valid license from state in which admissions standards are substantially equivalent to standards in West Virginia, show proof of good moral character and submit affidavits of good character from at least two lawyers, pass the MPRE, provide records of criminal, disciplinary and civil proceedings, and pay application fee);
Wisconsin	Supreme Court Rule 40.05	(reciprocity for applicants admitted in jurisdictions that grant similar admission to Wisconsin lawyers and recognize Wisconsin's diploma privilege and applicant must have practiced for three of preceding five years);
Wyoming	Statute 33-5-110	(admits foreign attorneys who have been awarded a JD or LLB from an ABA-approved law school, engaged in practice five of prior seven years in a reciprocal jurisdiction, upon presentation of certificate of admission to that state and upon a showing of qualification, character and fitness to practice law).

Source: www.crossingthebar.com

APPENDIX D

STATE BAR OF ARIZONA PROPOSED ADMISSION ON MOTION RULE

(Edits shown to ABA Proposed Model Motion Rule, Appendix K to ABA Interim Report)

1. An applicant who meets the requirements of (a) through ~~(h)~~(g) of this rule may, upon motion, be admitted to the practice of law in this jurisdiction.
The applicant shall:
 - (a) Have been admitted by bar examination to practice law in another state, territory, or the District of Columbia;
 - (b) Hold a first professional degree in law (J.D. or LL.B.) from a law school approved by the Council of the Section of Legal Education and Admissions to the Bar of the American Bar Association at the time the degree was conferred;
 - (c) Have been primarily engaged in the active practice of law in one or more states, territories, or the District of Columbia for five of the seven years immediately preceding the date upon which the application is filed;
 - (d) Submit evidence of a passing score on the Multistate Professional Responsibility Examination as it is established in this jurisdiction;
 - (e) Establish that the applicant is currently a member in good standing in all jurisdictions where admitted;
 - (f) Establish that the applicant is not currently subject to lawyer discipline or the subject of a pending disciplinary matter in any other jurisdiction;
 - (g) Establish that the applicant possesses the character and fitness to practice law in this jurisdiction; and~~<(h) Designate the Clerk of the jurisdiction's highest court for service of process.>~~
2. For the purposes of this rule, the "active practice of law" shall include the following activities, if performed in a jurisdiction in which the applicant is admitted, or if performed in a jurisdiction that affirmatively permits such activity by a lawyer not admitted to practice; however, in no event shall activities listed under (2)(e) and (f) that were performed in advance of bar admission in the jurisdiction to which application is being made be accepted toward the durational requirement:
 - (a) Representation of one or more clients in the private practice of law;
 - (b) Service as a lawyer with a local, state, or federal agency, including military service;
 - (c) Teaching law at a law school approved by the Council of the Section of Legal Education and Admissions to the Bar of the American Bar Association;
 - (d) Service as a judge in a federal, state, or local court of record or administrative tribunal;
 - (e) Service as a judicial law clerk; or
 - (f) Service as corporate counsel.
3. For the purposes of this rule, the active practice of law shall not include work that, as undertaken, constituted the unauthorized practice of law in the jurisdiction in which it was performed or in the jurisdiction in which the clients receiving the unauthorized services were located.

4. An applicant who has failed a bar examination administered in this jurisdiction within five years of the date of filing an application under this rule shall not be eligible for admission on motion.
5. **Within six months after being admitted to the state bar under this rule, the applicant shall complete successfully the state bar course on Arizona law and practice designed for admission-by-motion applicants, or an equivalent course approved or licensed by the Board of Governors of the State Bar of Arizona for this purpose. An applicant who fails to comply with this requirement shall be suspended summarily from membership in the state bar, upon motion by the state bar pursuant to rule 52(d), provided that a notice by certified, return receipt mail of such non-compliance shall have been sent to the member, mailed to the member's last address of record in the state bar office at least thirty days prior to such suspension, but may be reinstated in accordance with these rules.**

APPENDIX E

STATE BAR OF ARIZONA

PROPOSED AMENDMENT TO MODEL RULE 5.5 REGARDING FOREIGN LEGAL CONSULTANTS

(3) The practice of law in the State of Arizona by an attorney who is a member in good standing of a recognized legal profession in a foreign jurisdiction, the members of which are admitted to practice as attorneys or counselors at law or the equivalent and subject to effective regulation and discipline by a duly constituted professional body or a public authority, who has not established either domicile in the State of Arizona or a place for the regular practice of law in the State of Arizona, or otherwise solicits or accepts clients in Arizona, and who performs services for a client in this jurisdiction that:

A. are undertaken in association with a lawyer who is admitted to practice in the State of Arizona and who actively participates in the representation;

B. may be performed by a person who is not a lawyer without a law license or other authorization from a state or local governmental body; or

C. are governed primarily by the law of a non-United States jurisdiction in which the lawyer is authorized to practice and is in good standing with the applicable body or authority with regulatory and disciplinary authority over the practice of law in that jurisdiction.

APPENDIX F

STATE BAR OF ARIZONA

PROPOSED AMENDMENTS TO MODEL RULE 8.5 REGARDING RECIPROCAL DISCIPLINE

(Edits shown are to existing ABA Model Rule, as proposed in Appendix N to ABA Interim
MJP Report)

RULE 8.5: DISCIPLINARY AUTHORITY; CHOICE OF LAW

(a) Disciplinary Authority. A lawyer admitted to practice in this jurisdiction is subject to the disciplinary authority of this jurisdiction, regardless of where the lawyer's conduct occurs. A lawyer not admitted in this jurisdiction is also subject to the disciplinary authority of this jurisdiction if the lawyer renders or offers to render any legal services in this jurisdiction. A lawyer may be subject to the disciplinary authority of both this jurisdiction and another jurisdiction ~~where the lawyer is admitted~~ for the same conduct.

(b) Choice of Law. In any exercise of the disciplinary authority of this jurisdiction, the rules of professional conduct to be applied shall be as follows:

(1) for conduct in connection with a ~~proceeding in~~ matter pending before a court before which a lawyer has been admitted to practice (either generally or for purposes of that proceeding) tribunal, the rules to be applied shall be the rules of the jurisdiction in which the ~~court~~ tribunal sits, unless the rules of the ~~court~~ tribunal provide otherwise; and

(2) for any other conduct, the rules of the jurisdiction in which the lawyer's conduct occurred, or, if the predominant effect of the conduct is in a different jurisdiction, the rules of that jurisdiction shall be applied to the conduct. A lawyer is not subject to discipline if the lawyer's conduct conforms to the rules of a jurisdiction in which the lawyer reasonably believes the predominant effect of the lawyer's conduct will occur

(i) ~~if the lawyer is licensed to practice only in this jurisdiction, the rules to be applied shall be the rules of this jurisdiction, and~~

(ii) ~~if the lawyer is licensed to practice in this and another jurisdiction, the rules to be applied shall be the rules of the admitting jurisdiction in which the lawyer principally practices; provided, however, that if particular conduct clearly has its predominant effect in another jurisdiction in which the lawyer is licensed to practice, the rules of that jurisdiction shall be applied to that conduct.~~

Comment

Disciplinary Authority

[1] Paragraph (a) restates It is longstanding law that conduct of a lawyer admitted to practice in this jurisdiction is subject to the disciplinary authority of this jurisdiction. Extension of the disciplinary authority of this jurisdiction to other lawyers who render or

offer to render legal services in this jurisdiction is for the protection of the citizens of this jurisdiction. *Reciprocal enforcement of a jurisdiction's disciplinary findings and sanctions will further advance the purposes of this Rule. See, Rules 6 and 22, Model Rules for Lawyer Disciplinary Enforcement.*

Choice of Law

[2] A lawyer may be potentially subject to more than one set of rules of professional conduct which impose different obligations. The lawyer may be licensed to practice in more than one jurisdiction with differing rules, or may be admitted to practice before a particular court with rules that differ from those of the jurisdiction or jurisdictions in which the lawyer is licensed to practice. ~~In the past, decisions have not developed clear or consistent guidance as to which rules apply in such circumstances.~~ Additionally, the lawyer's conduct might involve significant contacts with more than one jurisdiction.

[3] Paragraph (b) seeks to resolve such potential conflicts. Its premise is that minimizing conflicts between rules, as well as uncertainty about which rules are applicable, is in the best interest of both clients and the profession (as well as the bodies having authority to regulate the profession). Accordingly, it takes the approach of (i) providing that any particular conduct of a lawyer shall be subject to only one set of rules of professional conduct, and (ii) making the determination of which set of rules applies to particular conduct as straightforward as possible, consistent with recognition of appropriate regulatory interests of relevant jurisdictions, and (iii) providing a safe harbor for lawyers who act reasonably in the face of uncertainty.

[4] Paragraph (b)(1) provides that as to a lawyer's conduct relating to, a proceeding in pending before a court before which the lawyer is admitted to practice (either generally or pro hac vice) tribunal, the lawyer shall be subject only to the rules of professional conduct of that court tribunal. As to all other conduct, including conduct in anticipation of a proceeding not yet pending before a tribunal paragraph (b)(2) provides that a lawyer ~~licensed to practice only in this jurisdiction shall be subject to the rules of professional conduct of this jurisdiction, and that a lawyer licensed in multiple jurisdictions shall be subject only to the rules of the jurisdiction where he or she (as an individual, not his or her firm) principally practices, but with one exception: if particular conduct clearly has its predominant effect in another admitting jurisdiction, then only the rules of that jurisdiction shall apply.~~ The intention is for the latter exception to be a narrow one. It would be appropriately applied, for example, to a situation in which a lawyer admitted in, and principally practicing in, State A, but also admitted in State B, handled an acquisition by a company whose headquarters and operations were in State B of another, similar such company. The exception would not appropriately be applied, on the other hand, if the lawyer handled an acquisition by a company whose headquarters and operations were in State A of a company whose headquarters and main operations were in State A, but which also had some operations in State B shall be subject to the rules of the jurisdiction in which the lawyer's conduct occurred, or, if the predominant effect of the conduct is in another jurisdiction, the rules of that jurisdiction shall be applied to the conduct. In the case of a conduct in anticipation of a proceeding that is

likely to be before a tribunal, the predominant effect of such conduct could be where the conduct occurred, where the tribunal sits or in another jurisdiction.

[5] When a lawyer's conduct involves significant contacts with more than one jurisdiction, it may not be clear whether the predominant effect of the lawyer's conduct will occur in a jurisdiction other than the one in which the conduct occurred. So long as the lawyer's conduct conforms to the rules of a jurisdiction in which the lawyer reasonably believes the predominant effect will occur, the lawyer is not subject to discipline under this Rule.

[5] [6] If two admitting jurisdictions were to proceed against a lawyer for the same conduct, they should, applying this rule, identify the same governing ethics rules. They should take all appropriate steps to see that they do apply the same rule to the same conduct, and in all events should avoid proceeding against a lawyer on the basis of two inconsistent rules.

~~[6] [7] The choice of law provision is not intended to apply to~~ applies to lawyers engaged in transnational practice, unless international law, treaties or other agreements between competent regulatory authorities in the affected jurisdictions provide otherwise. ~~Choice of law in this context should be the subject of the agreements between jurisdictions or of appropriate international law.~~